

MAYER • BROWN

Mayer Brown LLP
700 Louisiana Street
Suite 3400
Houston, Texas 77002-2730

Main Tel +1 713 238 3000
Main Fax +1 713 238 4888
www.mayerbrown.com

Andres G. Romay
Direct Tel +1 713 238 2694
Direct Fax +1 713 238 4694
aromay@mayerbrown.com

February 8, 2011

BY EMAIL

Counsel for Debtors

William Wallander
Clayton Hufft

The United States Trustee

Nancy Resnick

Counsel for Creditor's Committee

Richard M. Roberson
Michael S. Hayes

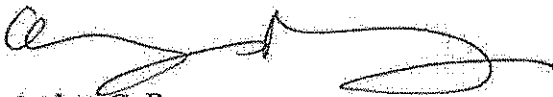
Re: In re TriDimension Energy, LP (Case No. 10-33565-SGJ)

Dear All:

Pursuant to (i) Paragraph 15 of the Court's Agreed Final Order Authorizing Use of Cash Collateral, Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on June 29, 2010 (Docket No. 184) ("DIP Order") and (ii) Paragraph 16 of the Court's Second Agreed Final Order Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection to Existing Lienholders entered on October 29, 2010 (Docket No. 401) ("Additional DIP Order"), enclosed please find (i) an invoice in the amount of \$51,290.09 from Mayer Brown LLP with respect to fees incurred in the time period from December 1, 2010 through December 31, 2010, and (ii) an invoice in the amount of \$46,190.50 from Conway MacKenzie with respect to fees incurred in the time period from December 1, 2010 through December 31, 2010.

Please let me know if there are any questions.

Sincerely,



Andres G. Romay

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January 31, 2011

Mayer Brown LLP
230 South LaSalle Street
Chicago, IL 60604-1404

Invoice Number: 34286887

Main Tel: +1 312 782 0800
Main Fax: +1 312 701 7711
www.mayerbrown.com

Amegy Bank
2501 North Harwood, 16th Floor
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

For professional services rendered for the period ended December 31, 2010

Re: Tri-Dimension Energy
Matter No: 10100468

Fees

\$49,476.25

Disbursements

1,813.84

Total Fees and Disbursements

\$51,290.09

Reminder statements will be sent for outstanding invoices.

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 Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>			<u>Hours</u>
<u>Date</u>	<u>Timekeeper Name</u>		
12/01/10	Kelley, Charles S.	Status update with Moore and Wallander on sale and on environmental issues; conference with H. Holmes [REDACTED]; conference with Debtors' counsel re same; conference with C. Rogers on enviro dispute notice and issues; conference call with CMI, MB, VE and FTI regarding budget and issues.	3.00
12/01/10	Romay, Andres G.	Conference call with VE and Committee to discuss status of sale; conference call with Jeff Huddleston to discuss [REDACTED]; review two week budget.	2.25
12/02/10	Kelley, Charles S.	Attention to Stephens pleading and success fee request; conference with Wallander re budget; conference with Huddleston re same; conference with Wallander and Perry regarding budget and progressing it to closing.	2.00
12/02/10	Romay, Andres G.	Call with Jeff Huddleston [REDACTED]; call with Charles Kelley [REDACTED]; conference call with Bill Wallander to discuss budget; review revised budget.	1.25
12/03/10	Kelley, Charles S.	Attention to shorter budget and issues per Huddleston; conference with Huddleston re same; conference with H. Holmes [REDACTED]	1.50
12/05/10	Kelley, Charles S.	Review Vada pleadings and issues with District Court.	0.50
12/06/10	Kelley, Charles S.	Review delay rental issue with Moore re Catahoula lake; attention to budget adjustments per FTI; attention to issues for closing with Sanchez; conference with Wallander re timing and expeditiously closing on transaction; respond to inquiries [REDACTED]; review correspondence from Vada.	3.00
12/06/10	Romay, Andres G.	Review and analyze district court's order denying Vada Group's motion for stay pending appeal.	0.25
12/07/10	Kelley, Charles S.	Review Vada mandamus petition and issues; review issues on decline of stay order by District Court; attention to Fifth Circuit issues on Mandamus; attention to issues on state lease renewals [REDACTED]; conference with R. Moore re state lease renewals; review committee letter re preservation of documents and materials.	3.50
12/07/10	Romay, Andres G.	Call from Clay Hufft to discuss updated budget and approval for certain costs and expenses; review and redact invoices from Conway MacKenzie; review and	2.75

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Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
		redact invoices from Mayer Brown; review updated budget; review Vada's petition to the Fifth Circuit.	
12/08/10	Kelley, Charles S.	Attention to supplemental budget and issues on closing; [REDACTED]; attention to and review of Vada petition; review potential response and supplements of Lenders thereto; respond to Court inquiry; review order of Court and issues regarding sale closure.	4.75
12/08/10	Romay, Andres G.	Review and redact invoices for Mayer Brown's November time; review and analyze Vinson and Elkins reply to Vada Group's writ of mandamus request.	1.50
12/09/10	Kelley, Charles S.	Revise and edit payoff letter for DIP Facility; conference with client [REDACTED]; conference with Debtor's counsel re payment of letter, etc.; conference with Huddleston [REDACTED]; draft correspondence with Debtor regarding funding issues and tasks, proceeds accounts and budget issues; conference with Debtors' counsel re resolution of KEIP issues and understandings; respond to inquiries from UBOC [REDACTED]; attention to Sanchez settlement payoff issues and amount in dispute.	5.50
12/10/10	Kelley, Charles S.	Conference with Huddleston [REDACTED]; conference with Wallander/Moore on KEIP, budget and plan issues.	2.00
12/12/10	Kelley, Charles S.	Attention to issues on Fee and Costs apps; review budget and items on appeal; review documents regarding sale and additional recoveries.	1.75
12/13/10	Kelley, Charles S.	Attention to Stephens issues on additional expenses and fees; conference with Debtor re issues on vacation carryover; attention to budget issues and concerns; conference with Committee counsel on settlement.	1.25
12/13/10	Romay, Andres G.	Analyze Stephens Inc. first and final fee application; draft and revise objection to same; call with Committee's counsel to discuss the same; email correspondence with Charles Kelley [REDACTED]; call with Clay Hufft to discuss status of plan and updated budget.	3.75
12/14/10	Kelley, Charles S.	Attention to issues on appeal and professional fee burn in case; focus on issues of vacation time; attention to budget; conference with Huddleston [REDACTED]; attention to Stephens fee issues and objection; conference with Stephens counsel regarding fees; conference with Committee counsel re same; conference with R. Moore re budget and costs issues; attention to plan items.	4.50

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Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
12/14/10	Romay, Andres G. Prepare for court hearing on Stephens' application for fees; confer with Charles Kelley [REDACTED]; review Stephens' fee application as well as the proposed exhibits.		1.50
12/15/10	Kelley, Charles S. Attention to issues on budget; conference with Huddleston [REDACTED]		2.50
12/15/10	Romay, Andres G. Travel to and from hearing on, among other things, Stephens fee application; analyze pleadings regarding the same; present arguments at hearing regarding objections to Stephens' fee application. Cross-examine witness regarding the same.		9.75
12/16/10	Kelley, Charles S. Review Stephens order and ruling of court; conference with Romay [REDACTED]; attention to issues on plan and settlement with Committee; conference with counsel for committee re same and extension of objection period; conference with client on Vada issues and handling of budget; conference with Huddleston [REDACTED]		2.00
12/16/10	Romay, Andres G. Email correspondence with client [REDACTED]; call with Debtor's counsel regarding the same.		0.25
12/17/10	Kelley, Charles S. Attention to budget and cash collateral extension; attention to issues on plan and budget deadlines.		1.00
12/17/10	Romay, Andres G. Review draft notice of extended budget; call with Charles Kelley [REDACTED]; revise draft notice of extended budget.		0.50
12/20/10	Kelley, Charles S. Attention to Sanchez request on liens and Free and Clear language of order as to Banks/Lenders liens; addressing stipulation on challenge period of UCC; conference with M. Katherine [REDACTED]; review issues on appeal; conference with C. Hufft re plan and issues for budget; conference with A Romay [REDACTED]; conference with Huddleston [REDACTED]		2.50
12/21/10	Kelley, Charles S. Attention to budget and plan issues; conference with J. Huddleston [REDACTED]; follow up with discussion with Wallander on issues of budget and plan and strategy for settlement with Vada and bringing appeal to close.		2.00
12/22/10	Romay, Andres G. Conference call with Clay Hufft regarding extended budget; email correspondence regarding the same; review revised notice of budget and provide comments to same.		0.50

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Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
12/30/10	Kelley, Charles S.	Review plan and issues on wind-up; conference with Romay [REDACTED] draft detailed email to banks [REDACTED]	1.75
Total Hours			69.25

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Kelley, Charles S.

DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Travel - Airfare	648.80
Travel - Other	118.00
Automated Research - Outside	82.88
Lexis	797.85
Document Reproduction	1.20
Telephone - Conference Calls	126.11
Mailing Charges - Office	39.00
Total Disbursements	\$1,813.84

REMITTANCE

Please enclose this remittance advice with your payment so
that your account may be properly credited.

Client Name: Amegy Bank
Matter: 10100468 Tri-Dimension Energy
Invoice Number: 34286887
Invoice Date: January 31, 2011

Current Invoice Amount: \$51,290.09

AMOUNT ENCLOSED: \$

MAILING ADDRESS

Mayer Brown LLP, 2027 Collection Center Dr., Chicago, Illinois 60693-0020
OR
Wire transfer to our account at Bank of America 231 S. LaSalle Street, Chicago, Illinois 60697
Account Number: 87656-63350
ABA #026-009-593
Swift Code: BOFA US 3N (for int'l wires only)

Please indicate the invoice(s) being paid.

Accounts Receivable contact: Roberto Gonzalez (312) 701-7805
rgonzalez@mayerbrown.com

FOR BANK USE ONLY:

Payor Code: 145333
Apply Invoices: 34286887